



2022 Contract Year

Volume Incentive Program (VIP) Terms and Conditions

Prepared for:

Trane Comfort Specialist / American Standard Customer Care Distributors and Dealers
800-A Beaty Street
Davidson, NC 28036

FLEET ACCOUNT NUMBER (FAN)
009U2

Submitted:
September 02, 2021

FCA US LLC (FCA US) Fleet Contact:
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CONFIDENTIAL



-CONFIDENTIAL-

September 02, 2021

Trane Comfort Specialist / American Standard Customer Care Distributors and Dealers
800-A Beaty Street
Davidson, NC, 28036

Dear ,

FCA US LLC (FCA US) Fleet is pleased to confirm the Volume Incentive Program (VIP) offered to **Trane Comfort Specialist / American Standard Customer Care Distributors and Dealers** for the **2022** contract year. This special incentive applies to **Trane Comfort Specialist / American Standard Customer Care Distributors and Dealers** exclusively and will be paid on specific models ("Eligible Vehicles") based on the purchase objectives described in the attached Tables.

In addition to confirming your VIP status, we want you to know that we are here to provide our industry insight and experience to help you. Such decisions include weighing the benefit of fleet purchase and lease programs, evaluating life-cycle cost objectives, determining the value of single-source billing for routine service and parts, and choosing the right commercial financing option for your company.

You will find that it's easy to do business with FCA US Fleet. Here are just a few advantages from which you'll benefit:

- Access to our Web site (www.fcausfleet.com) offers a variety of information, including Vehicle Configurator, service and parts information, ability to track your orders, payment status and remarketing information, to name a few.
- Support from our Fleet Information Center — email FLCenter@fcagroup.com or call **1-800-999-3533** to check availability of Fleet-only options, confirm purchases, and verify build-out dates, request product literature, and more.
- Unprecedented level of product knowledge and service provided by our fleet-dedicated staff.
- Access to Servicenet — a single-source centralized service and maintenance billing network that helps save your company time and money.

As a preferred FCA US Fleet customer, we want you to know that we are ready to help you and your business in any way we can.

Sincerely,

David Snyder
Regional Account Executive
+1 5135829057



**TERMS AND CONDITIONS FOR YOUR
FLEET VOLUME INCENTIVE PROGRAM (VIP)**

How to Order

To ensure proper payment and to facilitate order tracking and preferential scheduling, your orders must include your assigned Fleet Account Number (FAN), **009U2** for **Trane Comfort Specialist / American Standard Customer Care Distributors and Dealers**

Reporting Procedure

To ensure timely and proper payment of your VIP incentive, it is imperative the sale be accurately reported with the following information on the New Vehicle Delivery Receipt (NVDR).

1. Type of Sale (Type Sale 3 or 5)
 - Type 3- Commercial Sale
 - Type 5- Fleet Lease
2. Fleet Account Number
3. Program I.D. Number
 - 37ALF (2020 Model Year Units)
 - 37AMF (2021 Model Year Units)
 - 37ANF (2022 Model Year Units)

Note: Non-compliant sales reporting will result in applicable vehicles not counting toward your Fleet volume objectives.

The Fleet Account Number will be used to determine VIP versus Retail eligibility.

Ordered Units

Customer is eligible to receive VIP payment. Fleet ordered units for VIP customers are not eligible for retail incentives.

Units from Dealer Stock*

Vehicles purchased from dealer stock inventory will receive base incentive concessions noted in the Retroactive Payment Levels table listed below. Vehicles factory ordered fleet will qualify for the base incentive concessions noted in the Retroactive Payment Levels table listed below and the additional concession allowance noted in the Additional Option or Powertrain Adjustments tables listed below.

Vehicles purchased from dealer inventory are eligible to receive either:

- a) VIP Incentive if reported with Fleet Purchase Program.

-Or-

- b) Local Retail Incentives. (Not Eligible for VIP allowance, vehicles will count toward Fleet volume levels only).

**All vehicles must be reported as a Fleet Type Sale, 3 or 5.*

Note: All ordered & out of stock units are subject to compliance with FCA US Fleet Purchase Program Rules 37ANF.

Confidentiality



You acknowledge and understand that the terms and provisions of this VIP are confidential. Accordingly, you agree not to reveal, disclose, or disseminate this VIP or the terms of this VIP except with the prior written consent of FCA US. Notwithstanding the foregoing, you may disclose the terms of this VIP (a) to your respective parent companies, employees, officers, attorneys, consultants, contractors and agents, provided that you will require such parties to keep the terms of this VIP confidential in accordance with these terms and (b) pursuant to judicial action or government regulations (provided that you notify FCA US in writing in advance of disclosure and cooperate with FCA US in the event FCA US elects to legally contest and avoid such disclosure).

Term

The term of this VIP shall continue during the Contract Dates identified on attached Schedule 1, provided that either FCA US or you may terminate this VIP earlier with 30 days' prior written notice.

Please confirm your acceptance of this VIP by signing below. This offer will expire in 30 days unless extended by your Regional Account Executive with FCA US Fleet. By signing below, you agree to comply with the terms, conditions, obligations and agreements set forth on Schedule 1 and the Official Program Rules of the Fleet Purchase Program.

David Snyder

Regional Account Executive
FCA US FLEET

09/02/2021

Date

Trane Comfort Specialist / American Standard Customer Care Distributor:
and Dealers (009U2)

Date



Schedule 1
Fleet VIP Rules
Contract Year: 2022

Contract Dates

Vehicles ordered June 1, 2021 - May 31, 2022

Model Year Price Protection

This VIP will include price protection for all factory ordered vehicles specified in this agreement at “Model Year firm” introductory pricing. 2022 Model Year vehicles purchased from dealer retail stock are protected at “Effective Date” price level unless re-invoiced using your FAN. Re-invoiced vehicles with your fleet account number will receive “Model Year firm” introductory pricing and all applicable fleet invoice credits. 2021 Model Year vehicles and earlier will not be eligible for “Model Year firm” introductory pricing even if re-invoiced.

In-Service Retention Period and Registration

All eligible vehicles must be registered to and retained in service by the FAN for a minimum of 12 months or 12,000 miles. The FAN is required to register and title all eligible vehicles in its name. Vehicles are to remain in the United States for the 12 month or 12,000-mile minimum in-service retention period. Vehicles sold to Independent Leasing Companies (ILC's) are eligible for the Fleet Purchase Program, if (1) the ILC and the end-user have a FAN, (2) the ILC retains title for a minimum of 12 months or 12,000 miles and (3) the ILC sells or transfers a title to a financial institution for financing purposes only.

Warranty

All properly reported FCA US commercial fleet vehicles (NVDR type sale 3 and type sale 5) receive the 3 year 36,000-mile Basic Limited Warranty and the 5 year 100,000-mile Fleet Powertrain coverage. The 5 year/100,000-mile Fleet Powertrain coverage will “go with the vehicle”, so there will be no need to do warranty transfers and there will be no charge to second/subsequent owners to continue the warranty beyond the original owner.

Payments

The amount listed in following table represents the total incentive provided by FCA US.



Retroactive Payment Levels

Model Year	Brand	Body Model	Description	Level 1 Incentive 1 <u>Off Invoice</u>	Level 2 Incentive 0	Level 3 Incentive 0	Level 4 Incentive 0	Level 5 Incentive 0
2022	RAM	DD3R	3500 REG CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DD3E	3500 CREW CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DD8R	3500 REG CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DD8E	3500 CREW CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DJ2R	2500 REGULAR CAB 2WD	500	0	0	0	0
2022	RAM	DJ2E	2500 CREW/MEGA CAB 2WD	500	0	0	0	0
2022	RAM	DJ7R	2500 REGULAR CAB 4WD	500	0	0	0	0
2022	RAM	DJ7E	2500 CREW/MEGA 4WD	500	0	0	0	0
2022	RAM	DP0R	5500 REG CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DP0E	5500 CREW CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DP4R	4500 REG CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DP4E	4500 CREW CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DP5R	5500 REG CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DP5E	5500 CREW CAB CHASSIS 2WD	2,000	0	0	0	0
2022	RAM	DP9R	4500 REG CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DP9E	4500 CREW CAB CHASSIS 4WD	2,000	0	0	0	0
2022	RAM	DS1E	CLASSIC 1500 QUAD/CREW 2WD	3,000	0	0	0	0
2022	RAM	DS1R	CLASSIC 1500 REGULAR CAB 2WD	3,250	0	0	0	0
2022	RAM	DS6E	CLASSIC 1500 QUAD/CREW 4WD	3,000	0	0	0	0
2022	RAM	DS6R	CLASSIC 1500 REGULAR CAB 4WD	3,250	0	0	0	0
2022	RAM	DT6E	1500 QUAD/CREW 4WD	3,000	0	0	0	0
2022	RAM	D23R	3500 REGULAR CAB 2WD	500	0	0	0	0
2022	RAM	D23E	3500 CREW/MEGA CAB 2WD	500	0	0	0	0
2022	RAM	D28R	3500 REGULAR CAB 4WD	500	0	0	0	0
2022	RAM	D28E	3500 CREW/MEGA CAB 4WD	500	0	0	0	0
2022	RAM	VF1	PROMASTER 1500 CARGO VAN	0	0	0	0	0
2022	RAM	VF2	PROMASTER 2500 CARGO VAN	0	0	0	0	0
2022	RAM	VF3	PROMASTER 3500 CARGO VAN	0	0	0	0	0



Additional Option or Powertrain Adjustments

Vehicles Ordered with the option and/or powertrain (engine and transmission) listed below will receive the pricing adjustment as indicated. Options, excluding powertrain that are included in group equipment packages or standard on the base body model, are already discounted and excluded from these additional incentives.

If you receive VIP incentives via off-invoice credits, then the option discounts will be presented as a credit on the original invoice. In the event this credit is missing, payment will be made to you or your assignee once the unit is reported as a commercial fleet sale.

Model Year	Brand	Body Model	Description	Start Date	End Date	Amount	Sales Code	Sales Code Description
2022	RAM	D23E	3500 CREW/MEGA CAB 2WD	6/1/2021	5/31/2022	\$5,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	D23R	3500 REGULAR CAB 2WD	6/1/2021	5/31/2022	\$4,500.00	3RP	FLEET ORDER CONCESSION
2022	RAM	D28E	3500 CREW/MEGA CAB 4WD	6/1/2021	5/31/2022	\$5,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	D28R	3500 REGULAR CAB 4WD	6/1/2021	5/31/2022	\$4,500.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DD3E	3500 CREW CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DD3R	3500 REG CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DD8E	3500 CREW CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DD8R	3500 REG CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DJ2E	2500 CREW/MEGA CAB 2WD	6/1/2021	5/31/2022	\$5,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DJ2R	2500 REGULAR CAB 2WD	6/1/2021	5/31/2022	\$4,000.00	3RP	FLEET ORDER CONCESSION



Model Year	Brand	Body Model	Description	Start Date	End Date	Amount	Sales Code	Sales Code Description
2022	RAM	DJ7E	2500 CREW/MEGA 4WD	6/1/2021	5/31/2022	\$5,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DJ7R	2500 REGULAR CAB 4WD	6/1/2021	5/31/2022	\$4,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP0E	5500 CREW CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$2,750.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP0R	5500 REG CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$2,750.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP4E	4500 CREW CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$2,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP4R	4500 REG CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$2,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP5E	5500 CREW CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$2,750.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP5R	5500 REG CAB CHASSIS 2WD	6/1/2021	5/31/2022	\$2,750.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP9E	4500 CREW CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$2,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DP9R	4500 REG CAB CHASSIS 4WD	6/1/2021	5/31/2022	\$2,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DS1E	CLASSIC 1500 QUAD/CREW 2WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DS1R	CLASSIC 1500 REGULAR CAB 2WD	6/1/2021	5/31/2022	\$1,500.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DS6E	CLASSIC 1500 QUAD/CREW 4WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DS6R	CLASSIC 1500 REGULAR CAB 4WD	6/1/2021	5/31/2022	\$1,500.00	3RP	FLEET ORDER CONCESSION
2022	RAM	DT6E	1500 QUAD/CREW 4WD	6/1/2021	5/31/2022	\$3,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	VF1	PROMASTER 1500 CARGO VAN	6/1/2021	5/31/2022	\$4,000.00	3RP	FLEET ORDER CONCESSION



Model Year	Brand	Body Model	Description	Start Date	End Date	Amount	Sales Code	Sales Code Description
2022	RAM	VF2	PROMASTER 2500 CARGO VAN	6/1/2021	5/31/2022	\$4,000.00	3RP	FLEET ORDER CONCESSION
2022	RAM	VF3	PROMASTER 3500 CARGO VAN	6/1/2021	5/31/2022	\$4,000.00	3RP	FLEET ORDER CONCESSION



Fleet Payment and Adjustment Timing Limitations

Automatic payments will be made to VIP incentive fleet customers. Any issues related to automatic VIP incentive payment must be claimed within two years of date of sale or lease of vehicle.

VIP payment adjustments resulting from audit reviews must occur within the later of:

- 2 years from the date the VIP incentive is paid
Or
- 2 years from the latter of the sale/lease date or the date the vehicle is reported sold/leased by the dealer

Specialty Models

Hybrid, Electric and SRT versions of existing models are excluded from VIP incentive payments.

Discontinued Models

In the event that FCA US discontinues or significantly changes a specific vehicle or model during the period of this agreement which is then replaced by a new model of the same size or price class, FCA US may lower its discount on subject new model or vehicle type being replaced as mutually agreed upon by both parties through collaborative discussions.

Price Adjustments

The above payment grids have been developed based on existing or previous model year pricing. In the event that FCA US Fleet adjusts a vehicle price position downward, FCA US Fleet will also adjust the payment to maintain the net price position of the vehicle. This policy will remain in effect for the term of the contract period.